

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

PURDUE PHARMA L.P., et al.,

Debtors.¹

Chapter 11

Case No. 19-23649 (SHL)

(Jointly Administered)

**OMNIBUS ORDER GRANTING TWELFTH INTERIM FEE APPLICATIONS OF
PROFESSIONALS FOR ALLOWANCE AND PAYMENT OF COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT OF
ACTUAL AND NECESSARY EXPENSES**

Upon consideration of each of the applications (each, an “**Application**” and collectively, the “**Applications**”) filed by those professionals identified on **Schedule A** hereto (each, an “**Applicant**” and collectively, the “**Applicants**”), pursuant to sections 327, 328, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred from May 1, 2023 (or the effective date of retention) through and including August 31, 2023 (the “**Fee Period**”) in connection therewith; and an independent fee examiner (the “**Fee Examiner**”) having been appointed in these cases in accordance with the *Order Authorizing Appointment of Independent Fee Examiner Pursuant to 11 U.S.C. § 105(a) and Modifying Interim Compensation*

¹ The Debtors in these cases, along with the last four digits of each Debtor’s registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Purdue Products L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF L.P. (0495), SVC Pharma L.P. (5717) and SVC Pharma Inc. (4014). The Debtors’ corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

Procedures for Certain Professionals Employed Pursuant to 11 U.S.C. § 327 [ECF No. 1023]

(the “**Fee Examiner Order**”); and the Fee Examiner having reviewed the Applications in accordance with the Fee Examiner Order; and the Fee Examiner and each Applicant having agreed to the recommended fee and expense reductions as set forth on **Schedule A** hereto; and the Fee Examiner having no objection to the interim allowance and payment of each Applicant’s fees and expenses in the amounts set forth on **Schedule A** hereto under the column headings “Fees Allowed for Twelfth Interim Fee Application” and “Expenses Allowed for Twelfth Interim Fee Application”; and the total amount of each Applicant’s fees and expenses sought in the Fee Period together with the amounts allowed pursuant to prior Fee Applications being set forth on **Schedule B** hereto; and due and proper notice having been provided pursuant to Bankruptcy Rules 2002(a)(6) and (c)(2) and the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [ECF No. 529], and it appearing that no other or further notice need be provided; and a hearing having been held on November 15, 2023 to consider the Applications (the “Hearing”) and there being no objections to the relief granted herein; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and this matter being a core proceeding under 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and upon the record of all of the proceedings had before the Court; and good and sufficient cause appearing for the relief granted hereby,

IT IS HEREBY ORDERED THAT:

1. The Applications are granted as set forth on **Schedule A** hereto.

2. The Applicants are awarded, on an interim basis, (a) compensation for professional services rendered during the Fee Period and (b) reimbursement for actual and necessary expenses incurred by the Applicants, in the amounts set forth under the column headings “Fees Allowed for Twelfth Interim Fee Application” and “Expenses Allowed for Twelfth Interim Fee Application” on **Schedule A** hereto.

3. The Debtors are authorized and directed to pay the Applicants promptly the amounts of fees and expenses approved by this Order and set forth under the column headings “Fees Allowed for Twelfth Interim Fee Application” and “Expenses Allowed for Twelfth Interim Fee Application” on **Schedule A** hereto, to the extent such amounts have not previously been paid.

4. This Order is a separate order for each Applicant and the appeal of any order with respect to any Applicant shall have no effect on the allowed fees and expenses of the other Applicants.

5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: November 27, 2023
White Plains, New York

/s/ Sean H. Lane

HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE

Schedule A

Interim Fee Applications: May 1, 2023 through August 31, 2023

Case No: 19-23649 (SHL)

Case Name: In re Purdue Pharma L.P., et al.

Applicant	Date and Docket Number of Application	Fees Requested on Twelfth Interim Fee Application	Expenses Requested on Twelfth Interim Fee Application	Agreed Recommended Reduction of Fees	Agreed Recommended Reduction of Expenses	Fees Allowed for Twelfth Interim Fee Application	Expenses Allowed for Twelfth Interim Fee Application
<u>Debtors' Professionals</u>							
AlixPartners, LLP	October 16, 2023 ECF No. 5945	\$2,006,294.50	\$316,838.69	\$16,912.05	\$0.00	\$1,989,382.45	\$316,838.69
Arnold & Porter Kaye Scholer LLP	October 16, 2023 ECF No. 5943	\$345,657.91	\$3,584.00	\$367.50	\$0.00	\$345,290.41	\$3,584.00
Davis Polk & Wardwell LLP	October 16, 2023 ECF No. 5942	\$6,384,109.00	\$67,879.47	\$29,815.15	\$0.00	\$6,354,293.85	\$67,879.47
Dechert LLP	October 12, 2023 ECF No. 5934	\$609,972.75	\$278.80	\$0.00	\$0.00	\$609,972.75	\$278.80
Ernst & Young LLP	October 11, 2023 ECF No. 5926	\$212,600.00	\$0.00	\$0.00	\$0.00	\$212,600.00	\$0.00
Jones Day	October 16, 2023 ECF No. 5958	\$1,268,033.85	\$139,222.03	\$0.00	\$0.00	\$1,268,033.85	\$139,222.03
King & Spalding LLP	October 16, 2023 ECF No. 5941	\$218,591.30	\$2,193.07	\$0.00	\$0.00	\$218,591.30	\$2,193.07
Latham & Watkins LLP	October 16, 2023 ECF No. 5970	\$1,421,917.20	\$2,173.36	\$5,000.00	\$0.00	\$1,416,917.20	\$2,173.36

Applicant	Date and Docket Number of Application	Fees Requested on Twelfth Interim Fee Application	Expenses Requested on Twelfth Interim Fee Application	Agreed Recommended Reduction of Fees	Agreed Recommended Reduction of Expenses	Fees Allowed for Twelfth Interim Fee Application	Expenses Allowed for Twelfth Interim Fee Application
PJT Partners LP	October 16, 2023 ECF No. 5982	\$8,260,000.00	\$770.39	\$0.00	\$0.00	\$8,260,000.00	\$770.39
Reed Smith LLP	October 16, 2023 ECF No. 5948	\$1,100,930.33	\$3,448.63	\$841.50	\$0.00	\$1,100,088.83	\$3,448.63
Skadden, Arps, Slate, Meagher & Flom LLP	October 16, 2023 ECF No. 5981	\$2,098,531.04	\$4,409.69	\$1,857.14	\$0.00	\$2,096,673.90	\$4,409.69
<u>Official Committee of Unsecured Creditors' Professionals</u>							
Akin Gump Strauss Hauer & Feld LLP	October 16, 2023 ECF No. 5975	\$2,417,486.00	\$22,770.24	\$4,113.00	\$0.00	\$2,413,373.00	\$22,770.24
Bedell Cristin Jersey Partnership ²	October 16, 2023 ECF No. 5977	\$3,496.00	\$0.00	\$0.00	\$0.00	\$3,496.00	\$0.00
Cole Schotz P.C.	October 16, 2023 ECF No. 5976	\$164,661.75	\$686.93	\$0.00	\$0.00	\$164,661.75	\$686.93
Jefferies LLC	October 16, 2023 ECF No. 5978	\$900,000.00	\$7,529.60	\$0.00	\$0.00	\$900,000.00	\$7,529.60

² By its Interim Fee Application filed on October 16, 2023, Bedell Cristin Jersey Partnership seeks approval and allowance of fees for the period June 1, 2023 through and including August 31, 2023.

Applicant	Date and Docket Number of Application	Fees Requested on Twelfth Interim Fee Application	Expenses Requested on Twelfth Interim Fee Application	Agreed Recommended Reduction of Fees	Agreed Recommended Reduction of Expenses	Fees Allowed for Twelfth Interim Fee Application	Expenses Allowed for Twelfth Interim Fee Application
Kurtzman Carson Consultants LLC	October 16, 2023 ECF No. 5980	\$19,434.22	\$3,997.67	\$0.00	\$0.00	\$19,434.22	\$3,997.67
Province, LLC	October 16, 2023 ECF No. 5979	\$723,957.00	\$1,995.70	\$0.00	\$0.00	\$723,957.00	\$1,995.70

Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants' Professionals

Brown Rudnick LLP	October 16, 2023 ECF No. 5949	\$112,763.00	\$1,620.00	\$2,862.30	\$0.00	\$109,900.70	\$1,620.00
FTI Consulting, Inc.	October 16, 2023 ECF No. 5956	\$260,960.00	\$0.00	\$0.00	\$0.00	\$260,960.00	\$0.00
Gilbert LLP ³	October 16, 2023 ECF No. 5955	\$1,076,186.50	\$69,288.76	\$3,636.00	\$70.00	\$1,072,550.50	\$69,218.76
Houlihan Lokey Capital, Inc.	October 16, 2023 ECF No. 5954	\$800,000.00	\$26.26	\$0.00	\$0.00	\$800,000.00	\$26.26
Kramer Levin Naftalis & Frankel LLP	October 16, 2023 ECF No. 5959	\$1,105,651.00	\$17,166.21	\$18,825.00	\$0.00	\$1,086,826.00	\$17,166.21
Otterbourg, P.C.	October 16, 2023 ECF No. 5960	\$58,950.50	\$0.00	\$0.00	\$0.00	\$58,950.50	\$0.00

³ By its Interim Fee Application filed on October 16, 2023, Gilbert LLP also seeks approval and allowance of expenses paid by Gilbert LLP for retained expert services provided to the Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants which, through August 31, 2023, total \$58,238.00 (the "Expert Expenses"). The Expert Expenses are included in the aggregate amount of \$69,288.76 of expenses requested to be allowed.

Applicant	Date and Docket Number of Application	Fees Requested on Twelfth Interim Fee Application	Expenses Requested on Twelfth Interim Fee Application	Agreed Recommended Reduction of Fees	Agreed Recommended Reduction of Expenses	Fees Allowed for Twelfth Interim Fee Application	Expenses Allowed for Twelfth Interim Fee Application
<u>Counsel to the State of Washington</u>							
Kleinberg, Kaplan, Wolff & Cohen P.C.	October 13, 2023 ECF No. 5938	\$302,149.00	\$301.15	\$0.00	\$0.00	\$302,149.00	\$301.15
<u>Counsel to the States of CT, DE, RI, VT, OR and DC</u>							
Pullman & Comley, LLC ⁴	October 16, 2023 ECF No. 5961	\$12,938.50	\$0.00	\$0.00	\$0.00	[\$12,938.50]	\$0.00
<u>Fee Examiner</u>							
Bielli & Klauder, LLC	October 3, 2023 ECF No. 5915	\$220,000.00	\$0.00	\$0.00	\$0.00	\$220,000.00	\$0.00

DATE ON WHICH ORDER WAS SIGNED: 11-27-2023

INITIALS: SHL USBJ

⁴ By its Interim Fee Application filed on October 16, 2023, Pullman & Comley, LLC seeks approval and allowance of fees for the period January 4, 2023 through and including August 31, 2023.

Schedule B

Interim Fee Applications: Petition Date through August 31, 2023

Case No: 19-23649 (SHL)

Case Name: In re Purdue Pharma L.P., et al.

Applicant	Total Fees Requested	Total Fees Paid ⁵	Total Expenses Requested	Total Expenses Paid ⁶
<u>Debtors' Professionals</u>				
AlixPartners, LLP	\$39,714,764.00	\$39,406,325.21	\$2,359,703.98	\$2,322,468.02
Arnold & Porter Kaye Scholer LLP	\$6,822,513.52	\$6,761,773.01	\$77,697.75	\$77,287.79
Davis Polk & Wardwell LLP	\$232,363,694.05	\$231,605,082.05	\$2,192,963.34	\$2,184,447.04
Dechert LLP	\$26,157,450.05	\$26,030,515.30	\$2,307,154.93	\$2,304,925.34
Ernst & Young LLP	\$4,494,060.00	\$4,494,060.00	\$36,925.17	\$36,925.17
Jones Day	\$11,984,682.82	\$11,918,936.57	\$1,167,083.90	\$1,165,922.90
King & Spalding LLP	\$26,654,309.81	\$26,567,508.65	\$17,589.30	\$17,500.58
Latham & Watkins LLP	\$2,214,866.25	\$2,182,670.05	\$5,019.18	\$5,019.18

⁵ Includes amounts to be paid pursuant to this Order.

⁶ Includes amounts to be paid pursuant to this Order.

Applicant	Total Fees Requested	Total Fees Paid ⁵	Total Expenses Requested	Total Expenses Paid ⁶
PJT Partners LP	\$18,055,000.00	\$18,055,000.00	\$495,628.01	\$494,507.74
Reed Smith LLP	\$5,140,558.37	\$5,095,816.82	\$26,628.50	\$26,373.55
Skadden, Arps, Slate, Meagher & Flom LLP	\$44,409,612.03	\$44,126,134.10	\$1,040,712.16	\$1,040,567.70
<u>Official Committee of Unsecured Creditors' Professionals</u>				
Akin Gump Strauss Hauer & Feld LLP	\$103,530,714.50	\$102,855,221.22	\$4,428,033.83	\$4,411,587.46
Bedell Cristin Jersey Partnership	\$868,318.29	\$843,187.49	\$110,676.49	\$110,676.49
Cole Schotz P.C.	\$22,528,433.10	\$22,405,093.84	\$7,708.13	\$7,708.13
Jefferies LLC	\$10,237,500.00	\$10,237,500.00	\$252,864.08	\$251,665.75
Kurtzman Carson Consultants LLC ⁷	\$956,805.96	\$951,514.13	\$173,224.59	\$164,776.38
Province, LLC	\$36,142,688.74	\$36,009,221.71	\$57,982.87	\$53,002.69
<u>Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants' Professionals</u>				

⁷ Total Expenses Requested and Total Expenses Paid each include \$704.92 in sales taxes sought but not consolidated with the expense subcategory in applications with respect to the first and second interim fee periods.

Applicant	Total Fees Requested	Total Fees Paid ⁵	Total Expenses Requested	Total Expenses Paid ⁶
Brown Rudnick LLP	\$13,698,548.00	\$13,405,136.93	\$80,892.37	\$78,966.48
FTI Consulting, Inc.	\$13,957,065.50	\$13,828,136.50	\$29,332.85	\$29,332.85
Gilbert LLP	\$22,816,547.50	\$22,556,481.29	\$421,824.67 ⁸	\$419,912.04
Houlihan Lokey Capital, Inc.	\$8,800,000.00	\$8,800,000.00	\$40,403.33	\$38,664.25
Kramer Levin Naftalis & Frankel LLP	\$27,176,443.75	\$26,971,936.50	\$738,168.32	\$737,311.85
Otterbourg, P.C.	\$4,450,428.50	\$4,420,603.05	\$9,701.61	\$9,601.61
<u>Counsel to the State of Washington⁹</u>				
Kleinberg, Kaplan, Wolff & Cohen P.C.	\$3,584,169.27	\$3,581,169.27	\$89,995.70	\$89,995.70
<u>Counsel to the States of CT, DE, RI, VT, OR and DC</u>				
Pullman & Comley, LLC	\$621,498.50	[\$621,498.50]	\$1,532.18	\$1,532.18

⁸ This amount includes the total expenses paid by Gilbert LLP to date for retained expert services provided to the Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants.

⁹ At times, Kleinberg, Kaplan, Wolff & Cohen P.C. has also served as counsel to the States of Connecticut, Delaware, Oregon, Rhode Island, Vermont, and the District of Columbia.

Applicant	Total Fees Requested	Total Fees Paid ⁵	Total Expenses Requested	Total Expenses Paid ⁶
<u>Fee Examiner</u>				
Bielli & Klauder, LLC	\$2,228,375.00	\$2,228,375.00	\$0.00	\$0.00

DATE ON WHICH ORDER WAS SIGNED: 11-27-2023

INITIALS: SHL USBJ